



OUTCOMES OF ANNUAL GENERAL MEETING OF ČEZ, a. s. HELD ON JUNE 3, 2016

The Annual General Meeting of ČEZ, a. s. held on June 3, 2016 adopted the following resolutions:

Opening

The General Meeting of ČEZ, a. s. elects Mr. Petr Kasík as the chairman of the General Meeting, Mrs. Marcela Ulrichová as the minutes clerk, Mrs. Veronika Lipšová and Mrs. Markéta Honzíková as minutes verifiers and Mr. Antonín Králík and Mr. Václav Novotný as persons authorized to count the votes.

Issue 1: Board of Directors' Report on the Company's Business Operations and Assets for 2015; Summary Report Pursuant to Section 118(8) of the Capital Market Undertakings Act; and Conclusions of the Related Parties Report for 2015

Issue 2: Supervisory Board Report

Issue 3: Audit Committee Report on the Results of Its Activities

The General Meeting does not adopt any resolution concerning items 1–3 of the agenda.

Issue 4: Approval of Financial Statements of ČEZ, a. s. and Consolidated Financial Statements of CEZ Group for 2015

The General Meeting of ČEZ, a. s.,

1. hereby approves the financial statements of ČEZ, a. s. as of December 31, 2015,
2. hereby approves the consolidated financial statements of CEZ Group as of December 31, 2015.

Issue 5: Decision on the Distribution of the Company's 2015 Profit

The General Meeting of ČEZ, a. s. approves the distribution of the Company's 2015 profit amounting to CZK 28,114,851 thousand as follows:

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| ▪ Share in profit awarded to shareholders (the "dividend") | CZK 21,519,590 thousand |
| ▪ Transfer to the retained earnings account | CZK 6,595,261 thousand |

The dividend is CZK 40 per share before tax.

The record date for entitlement to the dividend is June 9, 2016. Entities that will be shareholders of the Company at the record date will be entitled to dividend.

The above-mentioned amount of the dividend is calculated from the total number of Company shares issued. The dividend allocated to treasury shares held by the Company at the record date will not be paid. The amount corresponding to the dividend on treasury shares held by the Company at the record date will be transferred to the retained earnings account.

The dividend is payable on August 1, 2016. The dividend will be paid through Česká spořitelna, a.s., ID No. 45244782, having its registered office at Olbrachtova 1929/62, Praha 4, postal code 140 00, in the manner presented at this General Meeting. The dividend will be paid until July 31, 2020.

Issue 6: Appointment of the Auditor to Perform the Statutory Audit for the Accounting Period of the Calendar Year of 2016

The General Meeting of ČEZ, a. s. appoints Ernst & Young Audit, s.r.o., company ID No. 26704153, having its registered office at Na Florenci 2116/15, Nové Město, 110 00 Prague 1, as the auditor to conduct the statutory audit for the accounting period of the calendar year of 2016.

Issue 7: Decision on Donations Budget

The General Meeting of ČEZ, a. s.

1. approves a donations budget of CZK 145m for 2017;
2. approves making a non-monetary donation with a total value of CZK 2.1m in 2016.

Issue 8: Removal and Election of Supervisory Board Members

The General Meeting of ČEZ, a. s.

1. confirms Mr. Petr Polák, born January 14, 1973, domiciled at Neužilova 1496/8, 156 00 Prague-Zbraslav, as a member of Supervisory Board of ČEZ, a. s.,
2. elects Mrs. Jitka Čermáková, born February 15, 1973, domiciled at Batňovice 99, 542 37 Batňovice, as a member of Supervisory Board of ČEZ, a. s. with effect from April 12, 2017,
3. elects Mr. Vladimír Hronek, born September 1, 1964, domiciled at Komenského 693, 375 01 Týn nad Vltavou, as s member of Supervisory Board of ČEZ, a. s. with effect from April 12, 2017,
4. elects Mr. Lubomír Klosík, born September 16, 1951, domiciled at Pavlouskova 4439, 708 00 Ostrava, as s member of Supervisory Board of ČEZ, a. s. with effect from April 12, 2017,
5. elects Mr. Josef Suchánek, born December 9, 1954, domiciled at Mohelno 352, 675 75 Mohelno, as s member of Supervisory Board of ČEZ, a. s. with effect from April 12, 2017.

The General Meeting of ČEZ, a. s. removes from Supervisory Board:

- Mr. Lukáš Wagenknecht, date of birth September 24, 1978, U Krematoria 2636, Zelené Předměstí, 530 02 Pardubice
- Mr. Petr Blažek, date of birth September 4, 1976, Přemyslovská 1657/29, Žižkov, 130 00 Praha 3
- Mr. Jiří Tyc, date of birth February 26, 1961, Zastávka-Budějovická 190, 370 01 Vrábče
- Mr. Jan Sixta, date of birth November 6, 1978, Šlikova 298/39, Břevnov, 169 00 Praha 6

The General Meeting of ČEZ, a. s. elects as members of Supervisory Board:

- Mr. Ondřej Landa, date of birth August 25, 1980, domiciled at 28. října 836/27, 410 02 Lovosice,
- Mrs. Šárka Vinklerová, date of birth September 12, 1968, domiciled at 7. května 935/5, 149 00 Praha 4 – Chodov,
- Mr. František Vágner, date of birth July 9, 1954, domiciled at Javorová 1018, 674 01 Třebíč,
- Mr. Vladimír Kohout, date of birth November 27, 1945, domiciled at Chaloupky 48, 624 00 Brno.

Issue 9: Removal and Election of Audit Committee Members

The General Meeting of ČEZ, a. s., removes from Audit Committee Mr. Lukáš Wagenknecht.

The General Meeting of ČEZ, a. s., elects Mr. Otakar Hora, date of birth March 4, 1960, domiciled at Věžická 2445, 193 00 Praha 9, as a member of Audit Committee.

Issue 10: Approval of Service Contracts with Members of the Supervisory Board

The General Meeting of ČEZ, a. s. approves:

1. Contract of Service on the Supervisory Board between ČEZ, a. s. and Petr Blažek, which was concluded on September 24, 2015,
2. Contract of Service on the Supervisory Board between ČEZ, a. s. and Jan Sixta, which was concluded on September 24, 2015,
3. Contract of Service on the Supervisory Board between ČEZ, a. s. and Petr Polák, which was concluded on March 30, 2016,
4. Template for a Contract of Service on the Supervisory Board.

Issue 11: Approval of Service Contracts with Members of the Audit Committee

The General Meeting of ČEZ, a. s. approves:

1. Contract of Service on the Audit Committee between ČEZ, a. s. and Ivan Pilip, which was concluded on September 24, 2015,
2. Contract of Service on the Audit Committee between ČEZ, a. s. and Jan Vaněček, which was concluded on September 24, 2015,
3. Template for a Contract of Service on the Audit Committee.

Issue 12: Granting Consent to the Contribution of a Part of the Enterprise, "NJZ ETE" (New Nuclear Power Plant Temelín), to the Registered Capital of Elektrárna Temelín II, a. s. and Consent to the Contribution of a Part of the Enterprise, "NJZ EDU" (New Nuclear Power Plant Dukovany), to the Registered Capital of Elektrárna Dukovany II, a. s.

The General Meeting of ČEZ, a. s.

1. grants, in compliance with the provision of Section 421(2)(m) of Act No. 90/2012 Sb., on commercial companies and cooperatives (Business Corporations Act) and the provision of Article 8(1)(j) of the Articles of Association of ČEZ, a. s., its consent to contribution of the part of the enterprise of ČEZ, a. s. represented by the "NJZ ETE" organizational unit to the registered capital of Elektrárna Temelín II, a. s., having its registered office at Duhová 1444/2, Michle, 140 00 Prague 4, ID No. 046 69 134, in the form of an increase of its registered capital;
2. grants, in compliance with the provision of Section 421(2)(m) of Act No. 90/2012 Sb., on commercial companies and cooperatives (Business Corporations Act) and the provision of Article 8(1)(j) of the Articles of Association of ČEZ, a. s., its consent to contribution of the part of the enterprise of ČEZ, a. s. represented by the "NJZ EDU" organizational unit to the registered capital of Elektrárna Dukovany II, a. s., having its registered office at Duhová 1444/2, Michle, 140 00 Prague 4, ID No. 046 69 207, in the form of an increase of its registered capital.